

**IN THE UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

<p><b>IN RE ANDROGEL ANTITRUST LITIGATION (II)</b></p>	<p><b>CASE NO. 1:09-MD-2084-TWT</b></p> <p><b>DIRECT PURCHASER CLASS ACTIONS</b></p>
<p><b>ROCHESTER DRUG CO-OPERATIVE, INC., ET AL.,</b>  <b>Plaintiff,</b></p> <p style="text-align: center;"><b>v.</b></p> <p><b>UNIMED PHARMACEUTICALS, LLC, ET AL.,</b>  <b>Defendants.</b></p>	<p><b>CASE NO. 1:09-CV-956-TWT</b></p>
<p><b>LOUISIANA WHOLESALE DRUG CO., INC., ET AL.,</b>  <b>Plaintiff,</b></p> <p style="text-align: center;"><b>v.</b></p> <p><b>UNIMED PHARMACEUTICALS, LLC, ET AL.,</b>  <b>Defendants.</b></p>	<p><b>CASE NO. 1:09-CV-957-TWT</b></p>
<p><b>MEIJER, INC., ET AL.,</b>  <b>Plaintiffs,</b></p> <p style="text-align: center;"><b>v.</b></p> <p><b>UNIMED PHARMACEUTICALS, LLC, ET AL.,</b>  <b>Defendants.</b></p>	<p><b>CASE NO. 1:09-CV-958-TWT</b></p>

## JOINT MOTION AND PROPOSED ORDER REGARDING ABSENT CLASS MEMBER DISCOVERY

Whereas Defendants<sup>1</sup> have served subpoenas seeking documents and noticing depositions (the “subpoenas”) from absent members of the putative Direct Purchaser Class (“absent class members”);

Whereas Direct Purchaser Class Plaintiffs (“Plaintiffs”)<sup>2</sup> object to all discovery from absent class members without prior court approval and a showing of particularized need and lack of undue burden, and seek to file a Motion for a Protective Order Quashing and/or Directing Defendants to Withdraw their Subpoenas on Absent Class Members (“Protective Order Motion”);

Whereas Defendants have agreed to refrain from taking those depositions of any absent class members to permit the Court time to rule on Plaintiffs’ anticipated Protective Order Motion;

Whereas Plaintiffs do not object to depositions of absent class members taking place after July 15, 2011, or to any motion practice arising from such depositions, if their Protective Order Motion is denied, and

---

<sup>1</sup> Defendants are Abbott Products, Inc. f/k/a Solvay Pharmaceuticals, Inc., Unimed Pharmaceuticals, LLC, Watson Pharmaceuticals, Inc., Paddock Laboratories, Inc., and Par Pharmaceutical Companies, Inc.

<sup>2</sup> Direct Purchaser Class Plaintiffs are Rochester Drug Cooperative, Inc., Louisiana Wholesale Drug Company, Inc., Meijer Inc. and Meijer Distribution, Inc., who have brought suit on behalf of themselves and a class of direct purchasers of AndroGel.

Whereas, if Plaintiffs' motion for class certification does not fall due by October 15, 2011, the parties will meet and confer to determine whether further alteration to the schedule is required,

Therefore, Plaintiffs and Defendants jointly move the Court to order, for good cause shown, that

In the event the Court denies the Protective Order Motion, and without prejudice to the rights of individual absent class members, the Scheduling Order entered March 16, 2011, is modified to permit Defendants to complete depositions of absent class members, and to bring any motions resulting from such depositions, after July 15, 2011. Such depositions, if permitted, must be completed within 45 days of the Court's ruling, and Defendants may not serve additional subpoenas on absent class members. Plaintiffs' opening motion for class certification would be due on the latest of (1) 30 days after the last deposition; (2) 30 days after the Court rules on Plaintiffs' Motion for Protective Order; or (3) August 15, 2011. The remainder of the class briefing schedule would proceed from there, with the intervals remaining the same. In all other respects, the March 16, 2011 Scheduling Order remains in force.

SO ORDERED.

Date: 6/27/11

/s/Thomas W. Thrash  
Hon. Thomas W. Thrash, Jr.  
United States District Judge

Respectfully submitted, on this 24th day of June, 2011, by:

Defendants:

Abbott Products, Inc. f/k/a Solvay  
Pharmaceuticals, Inc., Unimed  
Pharmaceuticals, LLC

By: /s/ Rohit K. Singla  
Rohit K Singla  
Munger, Tolles & Olsen LLP  
560 Mission Street, 27th Floor  
San Francisco, CA 94105  
e-mail: [rohit.singla@mto.com](mailto:rohit.singla@mto.com)

Watson Pharmaceuticals, Inc.

By: /s/ Julia York  
Julia York  
Skadden, Arps, Slate, Meagher & Flom  
LLP  
1440 New York Avenue, NW  
Washington, DC 20005  
e-mail: [julia.york@skadden.com](mailto:julia.york@skadden.com)

Paddock Laboratories, Inc., and Par  
Pharmaceutical Companies, Inc.

By: /s/ Eric Grannon  
Eric Grannon

Direct Purchaser Class Plaintiffs:

Rochester Drug Cooperative, Inc.

By: /s/ David F. Sorensen  
David F. Sorensen  
Berger & Montague, P.C.  
1622 Locust Street  
Philadelphia PA 19103  
e-mail: [dsorensen@bm.net](mailto:dsorensen@bm.net)

Louisiana Wholesale Drug Company,  
Inc.

By: /s/ Joseph Opper  
Joseph Opper  
Garwin Gerstein & Fisher LLP  
1501 Broadway, Suite 1416  
New York, NY 10036  
e-mail: [jopper@garwingerstein.com](mailto:jopper@garwingerstein.com)

Meijer Inc. and Meijer Distribution, Inc.

By: /s/ John D. Radice  
John D. Radice  
Grant & Eisenhofer, P.A.

White & Case LLP  
701 13th Street, NW  
Washington, DC 20005  
e-mail: [egrannon@whitecase.com](mailto:egrannon@whitecase.com)

485 Lexington Avenue  
New York, NY 10017  
e-mail: [jradice@gelaw.com](mailto:jradice@gelaw.com)